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So-Called "Interpolated Minutes"

VERSUS

FACTS.

The *ex-parte* pamphlet referred to, being declared especially to be "for members of the Board of Trustees," was by advice of Trustees left unanswered by the President as its misrepresentations were known or readily to be shown; and as it consisted mainly of charges dismissed by the Trustees, the Board resolving that to any re-opening of the subject, it would give no countenance, Late in June 1883. it is discovered that unjust advantage has been sought through the use of this pamphlet as a campaign document. The circulation (by Col. Robinson through Mr. Alexander, also working editorially through the Elmira press apparently) is as *characteristic* as the "trick" of rushing through under false pretences the afterward defeated Bill to which the terms "fraud" and "steal" were applied by eminent Trustees, and reiterated by Gov. Hoffman as applicable to Col. Robinson.

But as soon as the pamphlet was shown to members of the Board, it was held as to the assumption and the resolution with which it opens that (with the exception of Dr. Backus, who could not see how the alleged interpolations looked), no one felt that any wrong had been done or intended; but in order to mollify the Doctor, they consented that this resolution be passed. But the more the Doctor thought upon the President's opposition to his large profits, with loss to the college, the more irrepressible he became, until i s pretty well understood that he is a little "off" on the subject of "interpolated Minutes." Instead of the resolution being adop ed to spare Dr. P., it was adopted to appease Dr. B. This from the first was the position of the committee, (with the exception of Dr. B). Mr. C. N. Potter so un-

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justly referred to in the opening paragraph, and Judge Landon also, as though condemning the President, providentially put on record his vindication of the President, and although Dr.B. acknowledged the letter given herewith, it seems he has lost sight of its existence.

The attempt to break the force of the President's Record failed, and it stands now permanently justified by the reports to the Corporation and letters on file, and even were it full of mistakes, by making it his fidelity and honesty are vindicated. The letters are as follows:

61 Wall Street, New York,
December, 21, 1881.

My Dear Dr. Backus:

My absence prevented my earlier acknowledging yours of the 14th inst.

I am puzzled to know what you mean by the impression received from me last summer, and of agreement with you in disapproving of the transactions referred to as differing from my present view. I did not then know what the particular acts in question were, and could not have meant to express any opinion about them. If generally I gave you the impression that I did not approve of any unauthorized acts, I do not; but I never intended to express any opinion about the acts in question, for it was not until I lately got the extracts from the books that I understood what it was that was complained of or proposed to be expunged. I agree that surreptitious action may well be taken as an indication of bad faith, but I do not understand how the entries in the Day Book can be spoken of as surreptitious. They do not purport to be anyone's action but the President's. I note your remark that my being able only to defend them as I do confirms your view of their impropriety, only to say that such intimations coming from a gentleman who has served with me for more than twenty years in the Board are to me as painful as they are inexplicable.

Faithfully yours,
CLARKSON N. POTTER.

The Rev. Dr. Backus.

Schenectady, April 27, 1883.

My Dear Mr President :

In view of my intended absence from the next meeting of the Board of Trustees you requested that I state in writing the views expressed by me in our conversation last evening. Complying with your request, I remark with reference to the resolution of the Rev. Dr. Backus at the January meeting of the Board to exscind from the book of Minutes and College account books certain memoranda and entries made therein by you or your direction that I think the memoranda and entries in no way involve your integrity, yet it may be conceded that they are misplaced and might be misunderstood. We have seen that they give rise to misapprehension. I think you can, without the least sacrifice of your self-respect, waive all grounds of difference respecting them by withdrawing them or describing them as solely your own. I should advise that you write opposite each entry these or equivalent words "This entry made by me. E. N. P." This done, I should hope Dr. Backus would withdraw his resolutions. It is just to you and will be useful to the College to have a complete record or history of all gifts and endowments. I think there could be no just objection to a resolution somewhat as follows :

" Resolved, that a Record Book be hereby authorized in which entries be made under the direction of the President as to benefactions, their uses, conditions etc., and also such entries as the By-laws require."

This would not supersede the entries required to be made by the Treasurer in his books but would be in addition to them.

Very truly yours,

Rev. Dr. Potter,
Pres't &c.

J. S. LANDON.

I still adhere to the opinion expressed in this letter.

J. S. LANDON, Feb. 12, 1883.

Judge Potter suggested to Judge Landon that all that was needed was a note as follows: "Withdrawn because entered in an improper place. E. N. P."

I concur in Judge Landon's suggestion since the entry in the Minute Book, made by my directions when I was

about to go abroad and with, as I understood, tacit consent, was so recorded as clearly to be seen to be mine, and to be completed by me; not claiming credit due to others and not referring to anything creditable to myself, except as absolutely called for by circulated misstatements unjust and injurious both to the President and to the College and University.

E. N. P.

Clarkson N. Potter wrote his views to Dr. Backus in a further communication as follows:

The report in the Trustees book does *not purport* to be part of the minutes of the College nor of its Trustees. It is not uncommon to insert in minute books matter which is not part of the minutes of the body. Ordinarily the report of an officer goes upon file, of course. But if it be of special importance and the officer so requests, it is usually allowed by the Board to be set out in the minutes and I suppose the President so understood this case.

If this report should have gone in some other book a note to that effect can be made.

The day book is a book in which payments of money and remarks in respect of them are made. If the President forwards a sum of money to the Treasurer accompanied with a statement as to the expenditure, &c., I understand it to be conceded that such statement should go with the entry of the money into the book.

These notes *do not profess* to be alterations of the original direction or to be the action of the College in any way but simply *the subsequent* directions by the President which he claimed he had a right to give to the Treasurer.

The question now is whether the subsequent directions given should be recorded in the said book with the original directions. It seems to me that they should, and that they belong nowhere else.

I am quite unable to understand what possible objection there can be to these notes, or how it could have entered into any one's mind to regard them as tampering with the minutes. So far as I can now understand they are exactly where they ought to be.

CLARKSON N. POTTER.

Until he was accused of falsehood for simply mentioning the facts to those entitled to know them, Dr. Potter refrained from publishing the facts which the records and letters on file prove; that Mr. James Brown in the life of his brother-in-law, Dr. Nott proposed to aid the College; that after the death of Dr. Nott and the College troubles he said he would give nothing to it; that Dr. Potter persuaded him to reconsider; that his large gifts were consequent upon Dr. Potter's Presidency and that he so stated, and further, that after deciding to make them he consulted Dr. B. &. P. P., by the President's suggestion simply as to details.

Having referred to the documents in which many of the injurious misrepresentations are exposed time only permits if these remarks are to be of use in undoing the wrong done to remark of Appendix A, with its pretense that Judge Landon concurs with the author of the pamphlet that it was contradicted by the letters providentially preserved.

As to Appendix B, and the pretence that there is any such authorized and impartial opinion from Judge Potter, as Dr. B. intimates. Suffice it to say of this Appendix and of the "opinions" of these malignant Trustees, that they are attacking the President who exposed their sinking College resources in speculations profitable to themselves absorbing the educational income, their assertions are refuted by the records and by the trial and dismissal of the charges.

Appendix C. Suffice to say here that as to the Memorial Hall, Dr. B., long before this administration, pledged the College to build it with College funds "substantially according to the plans" if Alumni would contribute but half of what they have recently given. As to quotations, page 46, from the President's reported opinions, it is sufficient to say that the President's report is no corporate act. Doubtless he stated it as he then wanted it or understood it, but where is the resolution showing it to be "as authorized by the authorities?"

The following notes relate by page to successive misrepresentations:

Page 37. The contract was directed to the Board and upon their direction accepted.

The resolution to build, by the College, was unanimously adopted.

Page 48. The resolution is "out of the funds of the institution," The resolution is binding upon the College. The unformulated understanding is not. Certainly, nine years after the event, the record and not individual memory must prevail.

So as to Dr. B's. "memory" as to the contracts, it is neither unprejudiced nor infallible.

Page 50. Resolutions are binding although business is pressing and hurried. Is the suspicion of unfairness caused by Dr. B's. *self-knowledge* in speaking of resolutions as "sprung upon the Board"? In fact the records show that Dr. Potter was given ample authority, and was right in his course as to the entire work.

The draft of the Cornell letter was submitted to the President and he suggested modifications in his own hand writing. The Cornell letter-press book shows this, aud the changes were not material.

Page 52. It is an after-thought to affirm non-authorization upon the ground of want of authority; if Dr. B. and Judge P. had not usurped functions of the finance committee.

Page 61. Judge Potter says "the details of carrying out the agreement has been referred to my-self." Why then did he not attend to these details, or if he did, why not acknowledge it?

Page 62. The President's action as to the 2nd contract might be censured if it had not been ratified, but subsequent ratification is equivalent to original authority in law and morals. All it amounts to is, he adopted the suggestions of the architect. The mistake was, Dr. B. should have been the architect. At any rate it seems that when ever he is minimized, he is mad, and many troubles could have been avoided by acting upon this fact, but unfortunately such action was not compatible with the safety and welfare of the corporation.

The law of the College which in the President's judgment called for Record is as follows:

"All gifts contributed or received for Union College or any of its departments by whomsoever received, shall be immediately reported to the PRESIDENT, so that the RECORDS of the College may correctly show the nature of the gifts, name of the donor," etc.

Extract from By-Laws of 1876, page 6, sec. 1374, and Laws of Uuion College.

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